

Fill in this information to identify the case:

United States Bankruptcy Court for the:  
Southern District of New York  
(State)  
Case number (if known): Chapter 11

Check if this is an  
amended filing

Official Form 201

## Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Atlas Resource Partners, L.P.		
2. All other names debtor used in the last 8 years			
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)	4 5 - 3 5 9 1 6 2 5		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
	712 Fifth Avenue Number Street 11th Floor	1000 Commerce Drive, 4th Floor Number Street P.O. Box	
	New York NY 10019 City State ZIP Code	Pittsburgh PA 15275 City State ZIP Code	
	New York County County	Location of principal assets, if different from principal place of business	
		Number Street	
		City State ZIP Code	
5. Debtor's website (URL)	<a href="http://www.atlasresourcepartners.com/">http://www.atlasresourcepartners.com/</a>		
6. Type of debtor	<input type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input checked="" type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor	Atlas Resource Partners, L.P.		Case number (if known)
<p><b>7. Describe debtor's business</b></p> <p>A. Check one:</p> <p><input type="checkbox"/> Health Care Business (as defined in 11 U.S.C. § 101(27A))  <input type="checkbox"/> Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  <input type="checkbox"/> Railroad (as defined in 11 U.S.C. § 101(44))  <input type="checkbox"/> Stockbroker (as defined in 11 U.S.C. § 101(53A))  <input type="checkbox"/> Commodity Broker (as defined in 11 U.S.C. § 101(6))  <input type="checkbox"/> Clearing Bank (as defined in 11 U.S.C. § 781(3))  <input checked="" type="checkbox"/> None of the above</p> <p>B. Check all that apply:</p> <p><input type="checkbox"/> Tax-exempt entity (as described in 26 U.S.C. § 501)  <input type="checkbox"/> Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  <input type="checkbox"/> Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))</p> <p>C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <a href="http://www.uscourts.gov/four-digit-national-association-naics-codes">http://www.uscourts.gov/four-digit-national-association-naics-codes</a>.</p> <p style="text-align: center;"><u>2</u> <u>1</u> <u>1</u> <u>1</u></p>			
<b>8. Under which chapter of the Bankruptcy Code is the debtor filing?</b>	<p>Check one:</p> <p><input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11. Check all that apply:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).  <input type="checkbox"/> The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).  <input checked="" type="checkbox"/> A plan is being filed with this petition.  <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).  <input checked="" type="checkbox"/> The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the <i>Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11</i> (Official Form 201A) with this form.  <input type="checkbox"/> The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.  <input type="checkbox"/> Chapter 12</p>		
<b>9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?</b>	<p><input checked="" type="checkbox"/> No  <input type="checkbox"/> Yes. District _____ When _____ Case number _____            MM / DD / YYYY</p> <p>If more than 2 cases, attach a separate list.</p> <p>District _____ When _____ Case number _____            MM / DD / YYYY</p>		
<b>10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?</b>	<p><input type="checkbox"/> No  <input checked="" type="checkbox"/> Yes. Debtor <u>See Schedule 1</u> Relationship _____ Affiliate _____            District <u>Southern District of New York</u> When _____ Date hereof _____            Case number _____ MM / DD / YYYY</p>		

Debtor	Atlas Resource Partners, L.P. Name		Case number (if known)												
<p><b>11. Why is the case filed in <i>this district</i>?</b> <i>Check all that apply:</i></p> <p><input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</p> <p><input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.</p>															
<p><b>12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?</b></p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</p> <p><b>Why does the property need immediate attention? (Check all that apply.)</b></p> <p><input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____</p> <p><input type="checkbox"/> It needs to be physically secured or protected from the weather.</p> <p><input type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</p> <p><input type="checkbox"/> Other _____</p>															
<p><b>Where is the property?</b> _____</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%;">Number</td> <td style="width: 25%;">Street</td> <td style="width: 50%;"></td> </tr> <tr> <td colspan="3">_____</td> </tr> <tr> <td colspan="2">City</td> <td>State _____ ZIP Code _____</td> </tr> </table>				Number	Street		_____			City		State _____ ZIP Code _____			
Number	Street														
_____															
City		State _____ ZIP Code _____													
<p><b>Is the property insured?</b></p> <p><input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes. Insurance agency _____</p> <p>Contact name _____</p> <p>Phone _____</p>															
<b>Statistical and administrative information</b>															
<p><b>13. Debtor's estimation of available funds</b> <i>Check one:</i></p> <p><input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.</p>															
<p><b>14. Estimated number of creditors</b> (on a consolidated basis)</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;"><input type="checkbox"/> 1-49</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> 1,000-5,000</td> <td style="width: 33%; text-align: center;"><input checked="" type="checkbox"/> 25,001-50,000</td> </tr> <tr> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 50,001-100,000</td> </tr> <tr> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> More than 100,000</td> </tr> <tr> <td><input type="checkbox"/> 200-999</td> <td></td> <td></td> </tr> </table>				<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input checked="" type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50-99	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000	<input type="checkbox"/> 200-999		
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<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000													
<input type="checkbox"/> 200-999															
<p><b>15. Estimated assets</b> (on a consolidated basis)</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;"><input type="checkbox"/> \$0-\$50,000</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> \$1,000,001-\$10 million</td> <td style="width: 33%; text-align: center;"><input type="checkbox"/> \$500,000,001-\$1 billion</td> </tr> <tr> <td><input type="checkbox"/> \$50,001-\$100,000</td> <td><input type="checkbox"/> \$10,000,001-\$50 million</td> <td><input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion</td> </tr> <tr> <td><input type="checkbox"/> \$100,001-\$500,000</td> <td><input type="checkbox"/> \$50,000,001-\$100 million</td> <td><input type="checkbox"/> \$10,000,000,001-\$50 billion</td> </tr> <tr> <td><input type="checkbox"/> \$500,001-\$1 million</td> <td><input type="checkbox"/> \$100,000,001-\$500 million</td> <td><input type="checkbox"/> More than \$50 billion</td> </tr> </table>				<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion
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Debtor Name	Atlas Resource Partners, L.P.		
	Case number (if known)		
16. Estimated liabilities (on a consolidated basis)	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

### Request for Relief, Declaration, and Signatures

**WARNING** — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

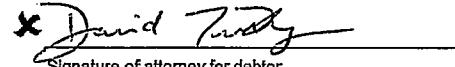
Executed on 07/27/2016  
MM / DD / YYYY

Signature of authorized representative of debtor

Jeffrey M. Slotterback  
Printed name

Title Chief Financial Officer

18. Signature of attorney

  
Signature of attorney for debtor

David M. Turetsky  
Printed name

Skadden, Arps, Slate, Meagher & Flom LLP  
Firm name

Four Times Square  
Number Street

New York NY 10036-6522  
City State ZIP Code

(212) 735-3000 Email address  
Contact phone

4176350 NY  
Bar number State

**Schedule 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

<b>Company</b>	<b>Case Number</b>	<b>Date Filed</b>	<b>District</b>	<b>Judge</b>
Atlas Resource Partners, L.P.	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Barnett Pipeline, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Barnett, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Eagle Ford, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Mountaineer Production, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Oklahoma, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Production Company, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ARP Rangely Production, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Barnett, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Energy Colorado, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Energy Indiana, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Energy Ohio, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Energy Securities, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Energy Tennessee, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Noble, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Pipeline Tennessee, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Resource Finance Corporation	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Resource Partners Holdings, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Atlas Resources, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
ATLS Production Company, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
REI-NY, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Resource Energy, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Resource Well Services, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending
Viking Resources, LLC	16- ( )	July 27, 2016	S.D.N.Y.	Pending

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re:** : **Chapter 11**  
**ATLAS RESOURCE PARTNERS, L.P., et al.,** : **Case No. 16-\_\_\_\_\_ (\_\_\_\_)**  
**Debtors.** : **(Joint Administration Pending)**  
: :  
: :  
: :

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1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35317.

2. The following financial data is the latest available information and refers to the debtor's condition on July 20, 2016.

a. Total assets <sup>1</sup>		<u>\$1,320,824,000</u>
b. Total debts (including debts listed in 2.c., below)		<u>\$1,539,018,000</u>
c. Debt securities held by more than 500 holders		Approximate number of holders
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____		_____
d. Number of shares of preferred stock <sup>2</sup>		<u>Approx. 3,749,986 Class C preferred units</u> <u>Approx. 4,0909,328 Class D preferred units</u> <u>Approx. 256,083 Class E preferred units</u>
e. Number of shares of common stock		<u>Approx. 102,430,720 common units</u>

Comments, if any: N/A

3. Brief Description of the debtor's business: Atlas Resource Partners, L.P. ("ARP"), a publicly-traded master-limited partnership, is an independent oil and natural gas company engaged in the exploration, development, and production of oil and natural gas properties with operations in basins across the United States.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote 5% or more of the voting securities of debtor: Atlas Energy Group, LLC; R/C Energy IV TGP

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<sup>1</sup> The assets and liabilities listed herein constitute the book values as of June 30, 2016, adjusted to include the pay down of the First Lien Credit Facility following the monetization of the hedges.

<sup>2</sup> The total number of common and preferred units as of July 20, 2016.

Fill in this information to identify the case:

Debtor Name: Atlas Resource Partners, L.P.

United States Bankruptcy Court for the: Southern District of New York

Case Number (If known):

Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 ARCHROCK PARTNERS LP ARCHROCK PARTNERS OPERATING LLC P.O. BOX 201160 DALLAS, TX 75320-1160	PHONE: 281-836-8000 FAX: 281-836-8060 donald.wayne@archrock.com	TRADE DEBT				\$158,507.54
2 KINDER MORGAN TREATING LP P.O. BOX 201607 DEPT 3015 DALLAS, TX 75320-1607	PHONE: 713-369-9000 john_mcdonald@kindermorgan.com	TRADE DEBT				\$129,291.98
3 ENABLE MIDSTREAM PARTNERS LP SERVICESTAR P.O. BOX 301392 DALLAS, TX 75303-1392	PHONE: 405-576-8555 margaret.brooks@enablemidstream.com	TRADE DEBT				\$110,807.53
4 SPECTRA ENERGY PARTNERS LP EAST TENNESSEE NATURAL GAS LLC JP MORGAN CHASE BANK PO BOX 301563 DALLAS, TX 75303-1563	PHONE: 713-627-5400 LAMoss@spectraenergy.com	TRADE DEBT				\$109,945.83
5 CSI COMPRESSCO LP (FORMERLY COMPRESSOR SYSTEMS INC) P.O. BOX 841807 DALLAS, TX 75284-1807	PHONE: 432-563-1170 contract@csicompresco.com	TRADE DEBT				\$69,875.01
6 J-W POWER COMPANY P.O. BOX 205856 DALLAS, TX 75320-5856	PHONE: 972-233-8191 FAX: 372-991-0704 JTaylor@jwenergy.com	TRADE DEBT				\$69,703.25
7 WRIGHT & COMPANY, INC. TWELVE CADILLAC DR SUITE 260 BRENTWOOD, TN 37027	PHONE: 615-370-0755 FAX: 615-370-0756 randy@wrightandcompany.com	TRADE DEBT				\$64,700.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8 HARRISON COUNTY TREASURER 100 W MARKET ST CADIZ, OH 43907	PHONE: 740-942-8864 FAX: 740-942-4693 vicki.sefsick@yahoo.com	TRADE DEBT				\$60,947.05
9 TARRANT COUNTY TAX ASSESSOR/COLL ATTN: RON WRIGHT P.O. BOX 961018 FORT WORTH, TX 76161-0018	PHONE: 817-884-1100 tax-sdc@tarrantcounty.com	TRADE DEBT				\$58,727.42
10 HAHN LOESER & PARKS, LLP P.O. BOX 643434 CINCINNATI, OH 45264-3434	PHONE: 216-621-0150 FAX: 216-241-2824 cwick@hahnlaw.com	TRADE DEBT				\$49,754.57
11 ANDERSON LUBRICANTS INC DBA PETROCHOICE ATTN: CHARLIE ROSENFELDER PO BOX 7190 KNOXVILLE, TN 37921-7190	PHONE: 800-788-4552 FAX: 865-474-7401 crosenfelder@petrochoice.com	TRADE DEBT				\$47,046.94
12 CIGANOVICH CONSTRUCTION INC ATTN: MARK CIGANOVICH 429 STONE ST RATON, NM 87740	PHONE: 575-445-4192 FAX: 575-445-5621 ciganovichconst@msn.com	TRADE DEBT				\$45,469.97
13 CDW LLC CDW DIRECT P.O. BOX 75723 CHICAGO, IL 60675-5723	PHONE: 312-705-2915 FAX: 312-705-4715 credit@cdw.com	TRADE DEBT				\$42,938.03
14 ARCHROCK SERVICES LP P.O. BOX 201160 DALLAS, TX 75320-1160	PHONE: 281-836-8000 FAX: 281-836-8060 donald.wayne@archrock.com	TRADE DEBT				\$40,455.53
15 D&T WELL SERVICES LLC ATTN: DONNIE SANDOVAL 521 ADAMS ST RATON, NM 87740	PHONE: 575-445-0414 dtwellservices@gmail.com	TRADE DEBT				\$39,032.59
16 TRANSTEX HUNTER LLC P.O. BOX 841847 DALLAS, TX 75284-1847	PHONE: 713-574-9525 FAX: 713-654-7155 jdavis@eurekamidstream.com	TRADE DEBT				\$38,200.00
17 UNITED EXCAVATING AND GENERAL CONTRACTING INC ATTN: JORDAN DANT 2381 S 500 E MONTGOMERY, IN 47558	PHONE: 812-486-3209 FAX: 812-486-3958 jordan.dant@unitedexcavating.com	TRADE DEBT				\$37,413.49
18 PANHANDLE OILFIELD SERVICE CO INC 14000 QUAIL SPRINGS PKWY STE 300 OKLAHOMA CITY, OK 73134-2600	PHONE: 405-608-5330 desirae.morrison@posci.net	TRADE DEBT				\$36,671.87
19 CROSS M RANCH LLC 520 BILLIMEK RD SCHULEMBURG, TX 78956		TRADE DEBT				\$32,935.00

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20 JAY R LITTLE J LITTLE OIL WELL SERVICING & PLUGGING 5460 NICHOLS RUN LIMESTONE, NY 14753	PHONE: 716-244-3781 winchester5145@gmail.com	TRADE DEBT				\$30,098.00
21 RR DONNELLEY P.O. BOX 538602 ATLANTA, GA 30353-8602	PHONE: 312-326-8000 FAX: 215-561-8687 john.gfeller@rrd.com	TRADE DEBT				\$29,500.00
22 R L LAUGHLIN & CO INC 5012 WASHINGTON ST W CHARLESTON, WV 25313-1527	PHONE: 304-776-7740 FAX: 304-776-7742 jgoff@rllco.com; davidc@rllco.com	TRADE DEBT				\$29,021.20
23 NICK'S WELL PLUGGING LLC ATTN: TAMMY ANGUS 1800 N RIVER RD NE WARREN, OH 44483	PHONE: 234-600-5839 tammy@nickswellplugging.com	TRADE DEBT				\$28,540.00
24 J & P SERVICE INC P.O. BOX 207 GIDDINGS, TX 78942	PHONE: 979-542-0500 FAX: 979-542-0531 JPSI@VERIZON.NET	TRADE DEBT				\$28,390.19
25 ROGERS OILFIELD INC P.O. BOX 702 GRAHAM, TX 76450	PHONE: 817-641-8876	TRADE DEBT				\$28,287.87
26 PYRAMID INSTRMNTN & ELECTRICAL CORP 2030 E MURPHY ST ODESSA, TX 79761-5802	PHONE: 432-580-3200 FAX: 432-580-3201 CREDIT@PYRAMIDCORPORATION.COM	TRADE DEBT				\$24,556.44
27 JEFFREY L DWIGGINS DWIGGINS CONSULTING LLC 2004 KIAWAH CIR EDMOND, OK 73025	PHONE: 405-627-8539 JEFF.DWIGGINS@DWIGGINSCONSULTING.COM	TRADE DEBT				\$24,500.00
28 NATURAL GAS COMPRESSION SYSTEMS INC ATTN: AL YUNCKER 2480 AERO PARK DRIVE TRAVERSE CITY, MI 49686	PHONE: 231-941-0107 FAX: 231-941-0177 yuncker@ngsci.com	TRADE DEBT				\$23,630.00
29 ACORN PETROLEUM INC ATTN: GLENDA LOPEZ 2918 FREEDOM ROAD TRINIDAD, CO 81082	PHONE: 719-846-7712 FAX: 719-634-8811 glopez@acornpetroleuminc.com	TRADE DEBT				\$23,537.32
30 KNL INC 114 FOXBOROUGH ST NORTH TAZEWELL, VA 24630	PHONE: 276-963-8929 FAX: 276-963-8928 gslade@knlinc.net	TRADE DEBT				\$21,304.18
31 USA COMPRESSION PARTNERS LP P.O. BOX 974206 DALLAS, TX 75397-4206	PHONE: 512-473-2662 FAX: 512-320-0706 gholloway@usacompression.com	TRADE DEBT				\$21,250.00
32 SULLIVAN CONTRACTING INC 6750 5TH ST NORTHPORT, AL 35476-3447	PHONE: 205-333-6946 FAX: 205-333-6933 tim.sullivan@sul-con.com	TRADE DEBT				\$21,121.47

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33 CARTER MACHINERY COMPANY INC P.O. BOX 751053 CHARLOTTE, NC 28275-1053	PHONE: 800-835-1166 FAX: 540-387-3871 tom_messer@cartermachine ry.com	TRADE DEBT				\$20,653.37
34 EASTERN COLORADO WELL SVC LLC P.O. BOX 244 CHEYENNE WELLS, CO 80810	PHONE: 719-767-5100 FAX: 719-767-5228 kpevler@ecws1.com	TRADE DEBT				\$20,630.11
35 CITIZENS GAS UTILITY DISTRICT OF SCOTT & MORGAN COUNTIES ATTN: GREG BELL PO BOX 320 HELENWOOD, TN 37755	PHONE: 423-569-4457 FAX: 423-569-5303 citgasgb@highlands.net	TRADE DEBT				\$20,000.00
36 LEE HECHT HARRISON LLC DEPT CH #10544 PALATINE, IL 60055-0544	PHONE: 800-670-8084 invoices@lhh.com	TRADE DEBT				\$19,200.00
37 ALAMO SERVICES KERRY V CHANDLER P.O. BOX 1082 NORTHPORT, AL 35476	PHONE: 205-361-4192 alamok@hughes.net	TRADE DEBT				\$18,397.00
38 ABRAMS TECHNICAL SERVICES INC 10375 RICHMOND AVE STE 1180 HOUSTON, TX 77042-4152	PHONE: 713-954-4660 FAX: 713-954-4661	TRADE DEBT				\$18,200.71
39 JOHNSON COUNTY TAX A/C P.O. BOX 75 CLEBURNE, TX 76033	PHONE: 817-558-0122 FAX: 817-556-0826 scottp@johnsoncountytexas.org	TRADE DEBT				\$17,840.30
40 4T TILLERY INC DBA JET OILFIELD SERVICES 1211 US HWY 380 WEST JACKSBORO, TX 76458		TRADE DEBT				\$17,735.00

Fill in this information to identify the case and this filing:

Debtor Name Atlas Resource Partners, L.P.

United States Bankruptcy Court for the: Southern District of New York  
(State)

Case number (if known): \_\_\_\_\_

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

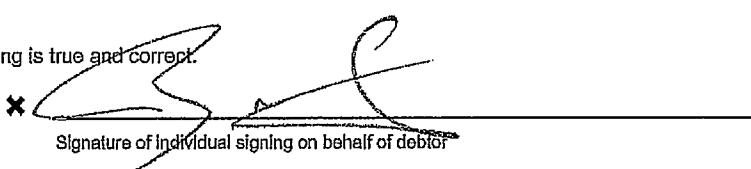
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule \_\_\_\_\_
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/27/2016

MM / DD / YYYY



Signature of individual signing on behalf of debtor

Jeffrey M. Slotterback

Printed name

Chief Financial Officer

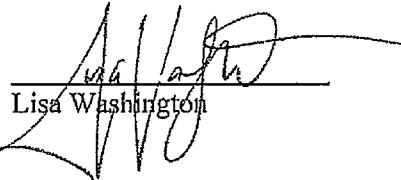
Position or relationship to debtor

**SECRETARY'S CERTIFICATE**

The undersigned, Lisa Washington, Secretary of Atlas Energy Group, LLC, a Delaware limited liability company and the general partner (the "General Partner") of Atlas Resource Partners, L.P., a Delaware limited partnership, hereby certifies on behalf of the General Partner, as the Secretary of the General Partner, and not in any individual capacity, as follows:

1. I am the duly qualified and elected Secretary of the General Partner and, as such, am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the General Partner.
2. Attached hereto as Annex A is a true and complete copy of the resolutions duly adopted by the Board of Directors of the General Partner of the Company on July 27, 2016.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked in any manner and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 27th day of July, 2016.



Lisa Washington

ANNEX A

**ATLAS ENERGY GROUP, LLC  
AS GENERAL PARTNER OF  
ATLAS RESOURCE PARTNERS, L.P.**

**Resolutions Adopted at a  
Meeting of the Board of Directors  
of the General Partner  
of Atlas Resource Partners, L.P.**

**July 27, 2016**

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The following resolutions were adopted at a meeting of the Board of Directors (the “Board”) of Atlas Energy Group, LLC (the “Company”), in its capacity as the general partner of Atlas Resource Partners, L.P. (“ARP”), on July 27, 2016:

**WHEREAS**, the Company is the general partner of ARP and manages the activities of ARP.

**WHEREAS**, the Board has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of ARP regarding the liabilities and liquidity of ARP, the strategic alternatives available to it and the impact of the foregoing on ARP’s businesses.

**WHEREAS**, the Board has had the opportunity to consult with the management and the legal and financial advisors of ARP to fully consider each of the strategic alternatives available to ARP.

**WHEREAS**, the Board has been presented with and has reviewed the terms and provisions of a proposed petition (the “Chapter 11 Petition”) to be filed by ARP in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

**WHEREAS**, the Board has determined that it is advisable and in the best interests of ARP and its stakeholders that ARP file the Chapter 11 Petition.

**Chapter 11 Filing**

**NOW, THEREFORE, BE IT RESOLVED**, that, upon consideration of the Chapter 11 Petition, the Board, on behalf of the Company in its capacity as general partner of ARP, hereby approves the form, terms, and provisions of the Chapter 11 Petition and the transactions contemplated thereby, and ARP and each of the Authorized Officers (as defined below), as applicable, be, and each of them hereby is, authorized and directed, by the Company in its capacity as general partner of ARP, in the name and on behalf of ARP, to execute, verify, and

cause to be filed in the Bankruptcy Court the Chapter 11 Petition in substantially the form previously submitted to the Board with such changes as any executive officer of ARP or any other officer designated by any of them (each, an "Authorized Officer" and collectively the "Authorized Officers") may deem necessary, desirable or appropriate, the necessity, desirability, and appropriateness of which shall be conclusively evidenced by the filing of the Chapter 11 Petition.

**FURTHER RESOLVED**, that ARP and each of the Authorized Officers, as applicable, be, and each of them hereby is, authorized and directed, by the Company in its capacity as general partner of ARP, in the name and on behalf of ARP, to take any and all actions in connection with the Chapter 11 Case of ARP (the "Chapter 11 Case") with a view to the successful prosecution of the case, including, without limitation, seeking authority for ARP to operate as debtors in possession.

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, by the Company in its capacity as general partner of ARP, in the name and on behalf of ARP, to cause to be prepared and to execute, deliver, and file, or cause to be executed, delivered, and filed, all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, including any modifications, amendments, or supplements thereto, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, or other professionals and to take any and all other action with a view to the successful prosecution of the Chapter 11 Case which they or any one of them may deem necessary, desirable or appropriate in connection with the Chapter 11 Case contemplated hereby, including, without limitation, negotiating and obtaining the use of cash collateral, and executing, delivering, and performing any and all documents, agreements, certificates, and/or instruments in connection with such use of cash collateral, the necessity, desirability, and appropriateness of which shall be conclusively evidenced by the taking of any such action, and also including taking any action on behalf of any subsidiaries of ARP, including, without limitation, executing and delivering any written consents or other documents as member of such subsidiaries.

**FURTHER RESOLVED**, that all actions heretofore taken for and on behalf of ARP by any of the Authorized Officers to seek relief for ARP under the Bankruptcy Code or in connection with the Chapter 11 Case or any matter related thereto be, and they hereby are, by the Company in its capacity as general partner of ARP, in all respects, ratified, authorized and approved as acts of ARP.

**Retention of Advisors**

**FURTHER RESOLVED**, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP and its affiliates be, and they hereby are, employed under general retainer as attorneys for ARP in the Chapter 11 Case.

**FURTHER RESOLVED**, that Perella Weinberg Partners LP (or its affiliates) be, and they hereby are, employed as investment banker for ARP in the Chapter 11 Case.

**FURTHER RESOLVED**, that Epiq Bankruptcy Solutions, LLC (or its affiliates) be, and they hereby are, employed as claims and noticing agents and administrative advisors for ARP in the Chapter 11 Case.

**Omnibus Resolutions**

**FURTHER RESOLVED**, that any Authorized Officer be, and each of them hereby is, authorized and directed, by the Company in its capacity as general partner of ARP, on behalf of ARP to make all payments and incur all expenses in connection with any actions contemplated by the foregoing resolutions as they or any of them deem necessary, desirable or appropriate, the necessity, desirability, and appropriateness of which shall be conclusively evidenced by the execution and delivery thereof, or action in support thereof, by such Authorized Officer.

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, by the Company in its capacity as general partner of ARP, for and on behalf of ARP to execute and deliver such documents, and to take all such further actions as they or any of them deem necessary, desirable or appropriate, to effect the intent and purposes of the foregoing resolutions, the necessity, desirability, and appropriateness of which shall be conclusively evidenced by the execution and delivery thereof, or action in support thereof, by such Authorized Officer.

**FURTHER RESOLVED**, that all actions heretofore taken for and on behalf of ARP by any of the Authorized Officers in connection with any of the foregoing matters be, and they hereby are, in all respects, ratified, authorized and approved as acts of ARP.